	United States Southern Dist						VOLUNTAR	RY PETITION
Name of Debtor (If individual, enter Last, First, Middle): NextWave Telecom Inc.					Name of Joint Debtor (Spouse) (Last, First, Middle): N/A			
All Other Names used by the Debtor in the last 6 years (include married, maiden and trade names): NextWave					All Other Names used by the Joint Debtor in the last 6 years (include married, maiden and trade names:			
Soc. Sec./Tax I.D. No. (if more than one, state all): 33-0663509					Soc. Sec./Tax I.D. No. (if more than one, state all):			
Street Address of Debtor (No. & Street, City, State, Zip Code): 3 Skyline Drive Hawthorne, New York 10532					Street Address of Joint Debtor (No. & Street, City, State, Zip Code):			
County of Residence or of the Principal Place of Business: Westchester					County of Residence or of the Principal Place of Business:			
Mailing Address of Debtor (if different from street address): Same					Mailing Address of Joint Debtor (if different from street address):			
Location of Principal Asset (if different from addresses			3 Skyline Drive CA 92101 Hawth	orne, NY		1101 Pennsylvani Washington, DC	ia Avenue, N.W. Ste. 805 20004	
	INFO	ORMATIO	N REGARDI	ING D	EBTOR	(Check app	olicable boxes)	
Venue (Check any appli Debtor has been don petition or for a long There is a bankrupto	miciled or has had ger part of such 18	0 days than in a	ny other District.	•	•		·	ely preceding the date of this
Type of Debtor (check all boxes that apply) Individual(s) Corporation Partnership Other Other					Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) Chapter 7 Chapter 11 Chapter 13 Chapter 9 Chapter 12 Sec. 304 - Case ancillary to foreign proceeding			
Nature of Debts Cconsumer/Non-Business ■ Business Chapter 11 Small Business (Check all boxes that apply) Debtor is a small business as defined in 11 U.S.C. § 101 Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)					Filing Fee (Check one box) Full Filing Fee attached Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments, Rule 1006(b). See Official Form No. 3			
Statistical/Administrative Debtor estimates that f Debtor estimates that a unsecured creditors.	funds will be available	e for distribution t			, there will be	e no funds available	e for distribution to	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Credit 1-15	litors 16-49	50-99	100-199)	200-		1000-over	7
Estimated Assets \$0 to \$50,001 to \$50,000 \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,000 to \$10 million	\$10,00 \$50 mi	0,001 to illion	\$50,000,001 \$100 Million	More than \$100 million ⊠	7
Estimated Debts \$0 to \$50,001 to \$50,000 \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,000 to \$10 million	\$10,00 \$50 mi	0,001 to	\$50,000,001 \$100 Million	More than \$100 million	

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(Official Form 1)(9/97)

Voluntary Petition (This page must be completed and filed in every case)	Name of Debtor(s): FORM B1, Page 2 NextWave Personal Telecom Inc.					
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)						
Location Where Filed:	Case Number:	Date Filed:				
Pending Bankruptcy Case Filed by any Spouse, Partner or Af	filiate of this Debtor (If more than one, attach additional sheet)					
Name of Debtor: See Annex 1	Case Number:	Date Filed:				
District:	Relationship:	Judge:				
SIGNATURES						
Signature(s) of Debtor(s) (Individual/Joint)	Signature of Debtor (Corporation/Partnership)					
I declare under penalty of perjury that the information provided in this petition is true and correct. If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under Chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition. X Signature of Debtor X Signature of Joint Debtor X Telephone Number (If not represented by attorney) Date	I delcare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition. x s/Gene M. Welch Signature of Authorized Individual Gene M. Welsh Printed Name of Authorized Individual Senior Vice President, Chief Financial Officer Ittle of Authorized Individual Date December 22, 1998					
Signature of Attorney x s/Deborah L. Schrier-Rape Signature of Attorney for Debtor(s) Deborah L. Schrier-Rape Printed Name of Attorney for Debtor(s) Andrews & Kurth L.L.P. Firm Name 1717 Main Street, Suite 3700, Dallas, Texas 75201 Address (214) 659-4400 Telephone Number Date December 22, 1998 Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that (he or she) may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. X Signature of Attorney for Debtor(s) Date	I certify that I am a bankruptcy petition as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document. Printed or Typed Name of Bankruptcy Petition Preparer Social Security Number Address Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document: If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. X Signature of Bankruptcy Petition Preparer Date A bankruptcy petion preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.					

ANNEX 1

On June 8, 1998 the following related entities filed petitions for protection under Chapter 11 of the Bankruptcy Code in the Southern District of New York. The Chapter 11 cases are being jointly administered under the caption <u>In re NextWave Personal Communications Inc.</u>, et al., Case No. 98-21529, and are pending before the Honorable Adlai S. Hardin, Jr.

- 1. NextWave Personal Communications Inc., a wholly-owned subsidiary of the Debtor;
- 2. NextWave Partners, Inc., a wholly-owned subsidiary of the Debtor;
- 3. NextWave Power Partners Inc., a wholly-owned subisidary of NextWave Partners Inc.; and
- 4. NextWave Wireless Inc., a wholly-owned subisidary of the Debtor.